

RECORDATION NO. 24816-00 FILED

MAY 01 '09 -2 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 1, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Supplement No. 21 to Memorandum of Indenture, effective as of February 16, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture previously filed with the Board under Recordation Number 24816.

The names and addresses of the parties to the enclosed document are:

Debtor:	NARCAT, LLC 480 West Dussel Drive, Suite R Maumee, OH 43537
Debtor:	CARCAT ULC 480 West Dussel Drive, Suite R Maumee, OH 43537
Debtor:	NARCAT Mexico, S. de R.L. de C.V. 480 West Dussel Drive, Suite R Maumee, OH 43537
Secured Party:	Wells Fargo Bank, National Association Sixth Street and Marquette Avenue Minneapolis, MN 55479

Anne K. Quinlan, Esquire  
May 1, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

Exhibit A-1: 167 railcars remarked and renumbered within the series ANGX 2045 - ANGX 9369 and RMGX 9400 - RMGX 9498 (previously bearing PRSX, CYDX, CP, SLGG and SDIX reporting marks and numbers) as more particularly set forth in the attachment to the document.

Exhibit A-2 - 11 railcars destroyed or scrapped bearing CHTT, CP, IC, RMGX, SLGG, ATW and BPRR marks and numbers as more particularly set forth in the attachment to the document.

Exhibit B: Lease changes

A short summary of the document to appear in the index is:

Supplement No. 21 to Memorandum of Indenture.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

MAY 01 '09 -2 00 PM

## SUPPLEMENT NO. 21 TO MEMORANDUM OF INDENTURE SURFACE TRANSPORTATION BOARD

This Supplement No. 21 To Memorandum of Indenture is made effective as of February 16, 2009, between NARCAT LLC., CARCAT ULC AND NARCAT MEXICO S. DE R.L. DE C.V., (collectively the "Debtors") and WELLS FARGO BANK, NATIONAL ASSOCIATION, as Indenture Trustee referred to below (together with its successors and permitted assigns, the "Secured Party").

## WITNESSETH:

The Debtors and the Secured Party entered into the Indenture dated February 12, 2004, which was recorded with the Surface Transportation Board on February 12, 2004, under Recordation No. 24816 and with the Canadian Registry on February 12, 2004 at 3:35 p.m., by which the Debtors granted a security interest to the Secured Party in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached thereto ("Railcars") and in each lease as listed on Exhibit B attached thereto in order to secure the Debtors' performance of their obligations as described in the Indenture.

Subsequent to February 12, 2004, the following Supplements have been filed:

Document	Surface Transportation Board Recordation #/Date of Filing	Registrar General of Canada Date of Filing
Supplement No. 1	Recordation Number 24816-J/May 11, 2004	May 12, 2004
Partial Release and Discharge of Lien	Recordation Number 24816-L/August 10, 2004	August 10, 2004
Supplement No. 2	Recordation Number 24816-M/August 11, 2004	August 11, 2004
Supplement No. 3	Recordation Number 24816-N/November 10, 2004	November 10, 2004
Supplement No. 4	Recordation Number 24816-O/February 9, 2005	February 9, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-P/April 8, 2005	April 26, 2005
Supplement No. 5	Recordation Number 24816-V/May 12, 2005	May 13, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-W/June 9, 2005	August 3, 2005
Supplement No. 6	Recordation Number 24816-X/August 12, 2005	August 11, 2005
Supplement No. 7	Recordation Number 24816-Y/November 9, 2005	November 8, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-AA/December 27, 2005	December 28, 2005
Supplement No. 8	Recordation Number 24816-BB/February 14, 2006	February 14, 2006
Supplement No. 9	Recordation Number 24816-DD/May 8, 2006	May 9, 2006
Supplement No. 10	Recordation Number 24816-EE/August 4, 2006	August 4, 2006
Supplement No. 11	Recordation Number 24816-FF/November 9, 2006	November 8, 2006

<b>Document</b>	<b>Surface Transportation Board Recordation #/Date of Filing</b>	<b>Registrar General of Canada Date of Filing</b>
Supplement No. 12	Recordation Number 24816-GG/February 13, 2007	February 7, 2007
Supplement No. 13	Recordation Number 24816-HH/May 3, 2007	May 3, 2007
Supplement No. 14	Recordation Number 24816-II/August 6, 2007	August 9, 2007
Partial Release and Discharge of Lien	Recordation Number 24816-JJ/October 12, 2007	October 15, 2007
Supplement No. 15	Recordation Number 24816-KK/November 5, 2007	November 6, 2007
Supplement No. 16	Recordation Number 24816-LL/February 12, 2008	February 5, 2008
Supplement No. 17	Recordation Number 24816-MM/May 16, 2008	May 16, 2008
Supplement No. 18	Recordation Number 24816-NN/ August 7, 2008	August 7, 2008
Supplement No. 19	Recordation Number 24816-OO/November 8, 2008	November 7, 2008
Supplement No. 20	Recordation Number 24816-PP/ February 3, 2009	February 4, 2009

Subsequent to these filing certain changes have occurred in the reporting marks and road numbers listed on Exhibit A to the Indenture. Those changes are set forth on the attached Exhibits A-1 and A-2. Attached hereto as Exhibit A-1 are all reporting mark and road number changes that have occurred to the Railcars due to restenciling between February 1, 2009 and April 30, 2009. Attached hereto as Exhibit A-2 are the reporting marks and road numbers of all Railcars that have been destroyed, scrapped or sold between February 1, 2009 and April 30, 2009. Also certain changes have occurred in the lease information listed on Exhibit B to the Indenture. Those changes are set forth on the attached Exhibit B, which include a description of all leases that have been terminated between February 1, 2009 and April 30, 2009.

**[Signature Pages to Follow]**

IN WITNESS WHEREOF, each party hereto has caused this Supplement No. 21 to Memorandum of Indenture to be duly executed by its duly authorized representative as of the date and year first above written.

NARCAT LLC

By: 

Rasesh H. Shah, Manager


STATE OF OHIO )

COUNTY OF LUCAS )

ss.:

On the 3<sup>rd</sup> day of May in the year 2009 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is Manager of NARCAT LLC, the limited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability company.



  
Julie Ann Dibble  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010

CARCAT ULC

By:

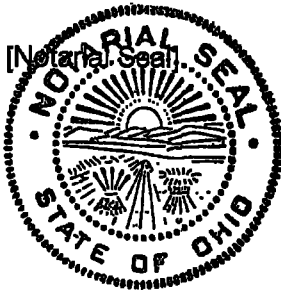
Rasesh H. Shah  
Rasesh H. Shah, President/Secretary

STATE OF OHIO

COUNTY OF LUCAS

)  
) ss.:  
)

On the 15<sup>th</sup> day of May in the year 2009 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is President/Secretary of CARCAT ULC, the unlimited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said unlimited liability company.



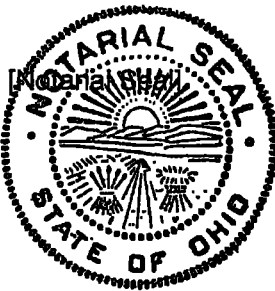
Julie Ann Dibble  
Julie Ann Dibble  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010

NARCAT MEXICO S. DE R.L. DE C.V.

By: Rasesh H. Shah  
Rasesh H. Shah, Legal Representative

STATE OF OHIO                     )  
  ) ss.:  
COUNTY OF LUCAS                )

On the 1<sup>st</sup> day of May in the year 2009 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is Legal Representative of NARCAT MEXICO, S. de R.L. de C.V., the limited liability association with variable capital described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability association with variable capital



Julie Ann Dibble  
Julie Ann Dibble  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010

WELLS FARGO BANK, NATIONAL ASSOCIATION

By *Julie A. Tanner Fischer*  
Name: Julie A. Tanner Fischer  
Title: Vice President

STATE OF Minnesota }  
COUNTY OF Hennepin } ss.:

On the 1<sup>st</sup> day of May in the year 2009 before me personally came Julie A. Tanner Fischer to me known, who, being by me duly sworn, did depose and say that she reside(s) at 5533 13th Avenue South, Minneapolis, Minnesota 55417; that she is the Vice President duly appointed of Wells Fargo Bank, National Association, the corporation described in and which executed the above instrument; and that she signed her name thereto by authority of the board of directors of said corporation.



*Kristen L. Puttin*  
Notary Public

My Commission Expires: 1-31-2012

### EXHIBIT A-1

	Assigned Car	Original Car		Assigned Car	Original Car		Assigned Car	Original Car		Assigned Car	Original Car
1	ANGX002045	PRSX000395	43	ANGX004372	CYDX006068	85	ANGX009277	SLGG002103	127	ANGX009359	SLGG000316
2	ANGX002057	PRSX000408	44	ANGX004374	CYDX006070	86	ANGX009278	SLGG002104	128	ANGX009360	SLGG000322
3	ANGX004249	CYDX500281	45	ANGX004389	CYDX500289	87	ANGX009280	SLGG002106	129	ANGX009361	SLGG000327
4	ANGX004253	CYDX500285	46	ANGX009123	CP214947	88	ANGX009281	SLGG002107	130	ANGX009362	SLGG000330
5	ANGX004258	CYDX500291	47	ANGX009131	CP214955	89	ANGX009284	SLGG002110	131	ANGX009363	SLGG000334
6	ANGX004262	CYDX500295	48	ANGX009158	CP214983	90	ANGX009285	SLGG002111	132	ANGX009364	SLGG000336
7	ANGX004263	CYDX500298	49	ANGX009177	SLGG002002	91	ANGX009286	SLGG002112	133	ANGX009365	SLGG000338
8	ANGX004264	CYDX500297	50	ANGX009180	SLGG002005	92	ANGX009287	SLGG002113	134	ANGX009366	SLGG000342
9	ANGX004265	CYDX500298	51	ANGX009181	SLGG002006	93	ANGX009290	SLGG002116	135	ANGX009367	SLGG009063
10	ANGX004267	CYDX500301	52	ANGX009182	SLGG002007	94	ANGX009291	SLGG002117	136	ANGX009368	SLGG009064
11	ANGX004268	CYDX500302	53	ANGX009186	SLGG002011	95	ANGX009293	SLGG002119	137	ANGX009369	SLGG009067
12	ANGX004269	CYDX500303	54	ANGX009191	SLGG002016	96	ANGX009295	SLGG002121	138	RMGX009400	SDIX000100
13	ANGX004270	CYDX500304	55	ANGX009192	SLGG002017	97	ANGX009296	SLGG002123	139	RMGX009401	SDIX000101
14	ANGX004272	CYDX500308	56	ANGX009194	SLGG002019	98	ANGX009297	SLGG002125	140	RMGX009402	SDIX000102
15	ANGX004273	CYDX500307	57	ANGX009195	SLGG002020	99	ANGX009299	SLGG002128	141	RMGX009403	SDIX000103
16	ANGX004274	CYDX500310	58	ANGX009196	SLGG002021	100	ANGX009301	SLGG002130	142	RMGX009404	SDIX000104
17	ANGX004276	CYDX500312	59	ANGX009201	SLGG002026	101	ANGX009302	SLGG002131	143	RMGX009405	SDIX000105
18	ANGX004277	CYDX500313	60	ANGX009205	SLGG002030	102	ANGX009304	SLGG002133	144	RMGX009406	SDIX000106
19	ANGX004278	CYDX500314	61	ANGX009209	SLGG002034	103	ANGX009305	SLGG002136	145	RMGX009408	SDIX000108
20	ANGX004281	CYDX500317	62	ANGX009210	SLGG002035	104	ANGX009306	SLGG002137	146	RMGX009409	SDIX000109
21	ANGX004284	CYDX500320	63	ANGX009211	SLGG002036	105	ANGX009307	SLGG002139	147	RMGX009410	SDIX000110
22	ANGX004285	CYDX500321	64	ANGX009214	SLGG002039	106	ANGX009308	SLGG002144	148	RMGX009411	SDIX000111
23	ANGX004288	CYDX500324	65	ANGX009215	SLGG002040	107	ANGX009310	SLGG002146	149	RMGX009412	SDIX000112
24	ANGX004289	CYDX500325	66	ANGX009218	SLGG002043	108	ANGX009314	SLGG002151	150	RMGX009415	SDIX000115
25	ANGX004294	CYDX500330	67	ANGX009221	SLGG002047	109	ANGX009317	SLGG002155	151	RMGX009417	SDIX000117
26	ANGX004296	CYDX500332	68	ANGX009226	SLGG002052	110	ANGX009319	SLGG002157	152	RMGX009418	SDIX000118
27	ANGX004299	CYDX500335	69	ANGX009227	SLGG002053	111	ANGX009323	SLGG002162	153	RMGX009420	SDIX000120
28	ANGX004300	CYDX500336	70	ANGX009228	SLGG002054	112	ANGX009324	SLGG002164	154	RMGX009424	SDIX000124
29	ANGX004305	CYDX500341	71	ANGX009229	SLGG002055	113	ANGX009328	SLGG002168	155	RMGX009425	SDIX000125
30	ANGX004306	CYDX500342	72	ANGX009232	SLGG002058	114	ANGX009337	SLGG002185	156	RMGX009430	SDIX000130
31	ANGX004307	CYDX500343	73	ANGX009234	SLGG002060	115	ANGX009340	SLGG002191	157	RMGX009431	SDIX000131
32	ANGX004308	CYDX500344	74	ANGX009240	SLGG002066	116	ANGX009341	SLGG002192	158	RMGX009435	SDIX000136
33	ANGX004310	CYDX500346	75	ANGX009249	SLGG002075	117	ANGX009342	SLGG002193	159	RMGX009440	SDIX000141
34	ANGX004311	CYDX500348	76	ANGX009257	SLGG002083	118	ANGX009343	SLGG002194	160	RMGX009441	SDIX000142
35	ANGX004312	CYDX500349	77	ANGX009259	SLGG002085	119	ANGX009344	SLGG002199	161	RMGX009450	SDIX000152
36	ANGX004313	CYDX500350	78	ANGX009260	SLGG002086	120	ANGX009345	SLGG002201	162	RMGX009454	SDIX000156
37	ANGX004316	CYDX500353	79	ANGX009262	SLGG002088	121	ANGX009346	SLGG002203	163	RMGX009458	SDIX000160
38	ANGX004321	CYDX500358	80	ANGX009264	SLGG002090	122	ANGX009347	SLGG002204	164	RMGX009459	SDIX000161
39	ANGX004324	CYDX500362	81	ANGX009266	SLGG002092	123	ANGX009348	SLGG002205	165	RMGX009461	SDIX000163
40	ANGX004340	CYDX006036	82	ANGX009268	SLGG002094	124	ANGX009350	SLGG002207	166	RMGX009470	SDIX000172
41	ANGX004353	CYDX006049	83	ANGX009271	SLGG002097	125	ANGX009351	SLGG002208	167	RMGX009498	SDIX000201
42	ANGX004369	CYDX006065	84	ANGX009275	SLGG002101	126	ANGX009358	SLGG000307			

**EXHIBIT A-2**

**DESTROYED, SCRAPPED OR SOLD CARS**

**Destroyed Cars:**

	Car Mark	Car Num		Car Mark	Car Num
1	CHTT	386360	4	RMGX	004279
2	CP	214926	5	RMGX	173402
3	IC	624260	6	SLGG	010408

**Scrapped Cars:**

	Car Mark	Car Num		Car Mark	Car Num
1	ATW	600223	4	SLGG	001225
2	BPRR	002607	5	SLGG	010271
3	SLGG	001213			

**Sold Cars: (None)**

**EXHIBIT B****NEW LEASES/AMENDMENTS TO EXISTING LEASES; EXPIRED/TERMINATED LEASES**

Deal #	Lessee	Lease Documents
C01404	Cohen Brothers, Inc.	Full Service Lease Agreement #04012008CBI, dated effective as of April 1, 2008, and its related Extension Letter Deal #C01404, dated March 30, 2009, between NARCAT LLC, as Lessor and Cohen Brothers, Inc., as Lessee.
C01365	Husky Marketing and Supply Company	Full Service Lease Agreement #01212009HMS and its related Rider #C01365, both dated January 21, 2009, between NARCAT LLC, as Lessor, and Husky Marketing and Supply Company, as Lessee.
C01125	Montreal, Maine & Atlantic Railway, Ltd.	Full Service Lease Agreement #05052007MMA and its related Rider #C01125, both dated May 8, 2007, between NARCAT LLC, as Lessor, and Montreal, Maine & Atlantic Railway, Ltd., as Lessee.
C01381	Rain CII Carbon LLC	Full Service Lease Agreement #01212009RCC and its related Rider #C01381, both dated January 21, 2009, between NARCAT LLC, as Lessor, and Rain CII Carbon LLC, as Lessee.
C00491 (RCL 771)	TFM, S.A. de C.V.	Lease Terminated - All cars returned
C00481 (RCL 714)	Montreal, Maine and Atlantic	Lease expired; replace with NARCAT LLC lease and Rider #C01125
C00951	Cohen Brothers, Inc.	Lease expired; Renewed as Deal #C01404
C00969	Tazewell & Peoria Railroad, Inc.	Lease Terminated - All cars returned
C01274	American Rail Marketing, LLC	Lease Terminated - All cars returned

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

5/1/09



\_\_\_\_\_  
Robert W. Alvord